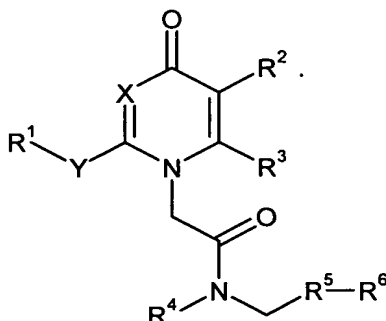


**Amendments to the claims**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Original) A compound of formula (I)



(I)

in which:

R<sup>1</sup> is an aryl group, optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from C<sub>(1-6)</sub>alkyl, C<sub>(1-6)</sub>alkoxy, C<sub>(1-6)</sub>alkylthio, arylC<sub>(1-6)</sub>alkoxy, hydroxy, halogen, CN, COR<sup>7</sup>, carboxy, COOR<sup>7</sup>, NR<sup>7</sup>COR<sup>8</sup>, CONR<sup>9</sup>R<sup>10</sup>, SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, NR<sup>7</sup>SO<sub>2</sub>R<sup>8</sup>, NR<sup>9</sup>R<sup>10</sup>, mono to perfluoro-C<sub>(1-4)</sub>alkyl, mono to perfluoro-C<sub>(1-4)</sub>alkoxyaryl, and arylC<sub>(1-4)</sub>alkyl;

R<sup>2</sup> is halogen, C<sub>(1-3)</sub>alkyl, C<sub>(1-3)</sub>alkoxy, hydroxyC<sub>(1-3)</sub>alkyl, C<sub>(1-3)</sub>alkylthio, C<sub>(1-3)</sub>alkylsulphinyl, aminoC<sub>(1-3)</sub>alkyl, mono- or di-C<sub>(1-3)</sub>alkylaminoC<sub>(1-3)</sub>alkyl, C<sub>(1-3)</sub>alkylcarbonylaminoC<sub>(1-3)</sub>alkyl, C<sub>(1-3)</sub>alkoxyC<sub>(1-3)</sub>alkylcarbonylaminoC<sub>(1-3)</sub>alkyl, C<sub>(1-3)</sub>alkylsulphonylaminoC<sub>(1-3)</sub>alkyl, C<sub>(1-3)</sub>alkylcarboxy, C<sub>(1-3)</sub>alkylcarboxyC<sub>(1-3)</sub>alkyl, and

R<sup>3</sup> is hydrogen, halogen, C<sub>(1-3)</sub>alkyl, or hydroxyC<sub>(1-3)</sub>alkyl; or

R<sup>2</sup> and R<sup>3</sup> together with the pyridone or pyrimidone ring carbon atoms to which they are attached form a fused 5- or 6-membered carbocyclic ring; or

R<sup>2</sup> and R<sup>3</sup> together with the pyridone or pyrimidone ring carbon atoms to which they are attached form a fused benzo or heteroaryl ring optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from halogen, C<sub>(1-4)</sub>alkyl, cyano, C<sub>(1-3)</sub>alkoxyC<sub>(1-3)</sub>alkyl, C<sub>(1-4)</sub>alkoxy or C<sub>(1-4)</sub>alkylthio, or mono to perfluoro-C<sub>(1-4)</sub>alkyl;

R<sup>4</sup> is (CH<sub>2</sub>)<sub>n</sub> substituted by a substituent selected from benzimidazole or a 5- or 6-membered heteroaryl, each of which may optionally be substituted by one or more R<sup>11</sup>;

R<sup>5</sup> is an aryl or a heteroaryl ring optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from C<sub>(1-6)</sub>alkyl, C<sub>(1-6)</sub>alkoxy, C<sub>(1-6)</sub>alkylthio, arylC<sub>(1-6)</sub>alkoxy, hydroxy, halogen, CN, COR<sup>7</sup>, carboxy, COOR<sup>7</sup>, NR<sup>7</sup>COR<sup>8</sup>, CONR<sup>9</sup>R<sup>10</sup>, SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, NR<sup>7</sup>SO<sub>2</sub>R<sup>8</sup>, NR<sup>9</sup>R<sup>10</sup>, mono to perfluoro-C<sub>(1-4)</sub>alkyl and mono to perfluoro-C<sub>(1-4)</sub>alkoxy;

R<sup>6</sup> is an aryl or a heteroaryl ring which is further optionally substituted by 1, 2, 3 or 4 substituents which may be the same or different selected from C<sub>(1-6)</sub>alkyl, C<sub>(1-6)</sub>alkoxy, C<sub>(1-6)</sub>alkylthio, C<sub>(1-6)</sub>alkylsulfonyl, arylC<sub>(1-6)</sub>alkoxy, hydroxy, halogen, CN, COR<sup>7</sup>, carboxy, COOR<sup>7</sup>, CONR<sup>9</sup>R<sup>10</sup>, NR<sup>7</sup>COR<sup>8</sup>, SO<sub>2</sub>NR<sup>9</sup>R<sup>10</sup>, NR<sup>7</sup>SO<sub>2</sub>R<sup>8</sup>, NR<sup>9</sup>R<sup>10</sup>, mono to perfluoro-C<sub>(1-4)</sub>alkyl and mono to perfluoro-C<sub>(1-4)</sub>alkoxy, or C<sub>(5-10)</sub>alkyl;

R<sup>7</sup> and R<sup>8</sup> are independently hydrogen or C<sub>(1-12)</sub>alkyl, for instance C<sub>(1-4)</sub>alkyl (e.g. methyl or ethyl);

R<sup>9</sup> and R<sup>10</sup> which may be the same or different is each selected from hydrogen, or C<sub>(1-12)</sub>alkyl, or R<sup>9</sup> and R<sup>10</sup> together with the nitrogen to which they are attached form a 5- to 7 membered ring optionally containing one or more further heteroatoms selected from oxygen, nitrogen and sulphur, and optionally substituted by one or two substituents selected from hydroxy, oxo, C<sub>(1-4)</sub>alkyl, C<sub>(1-4)</sub>alkylcarboxy, aryl, e.g. phenyl, or aralkyl, e.g. benzyl, for instance morpholine or piperazine;

R<sup>11</sup> is selected from the group consisting of halogen, CF<sub>3</sub>, C<sub>(1-6)</sub>alkyl, C<sub>(1-6)</sub>alkoxy C<sub>(1-6)</sub>alkyl or benzyl optionally substituted by CF<sub>3</sub>, C<sub>(1-6)</sub>alkyl, C<sub>(1-6)</sub>alkoxy or halogen;

X is CH or nitrogen;

Y is C<sub>(2-4)</sub>alkylene group (optionally substituted by 1, 2 or 3 substituents selected from methyl and ethyl), CH=CH, or (CH<sub>2</sub>)<sub>m</sub>S;

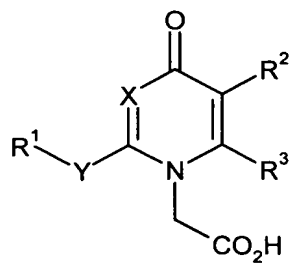
n is 1, 2, 3 or 4; and

m is 1 or 2,

or a pharmaceutically acceptable salt thereof.

2. (Original) A compound according to claim 1 wherein R<sup>1</sup> is phenyl optionally substituted by 1, 2, 3 or 4 halogen substituents.
3. (Original) A compound according to claim 2 wherein R<sup>1</sup> is phenyl substituted by 1 to 3 fluoro.
4. (Currently Amended) A compound according to ~~any of claims 1 to 3~~ claim 1 wherein X is CH and R<sup>2</sup> and R<sup>3</sup> together with the pyridone ring carbon atoms to which they are attached form an unsubstituted fused benzo or pyrido ring.
5. (Currently Amended) A compound according to ~~any of claims 1 to 3~~ claim 1 wherein X is N and R<sup>2</sup> and R<sup>3</sup> together with the pyrimidone ring carbon atoms to which they are attached form an unsubstituted fused benzo or cyclopentenyl ring.

6. (Currently Amended) A compound according to ~~any of claims 1 to 5~~ claim 1 wherein R<sup>4</sup> is (CH<sub>2</sub>)<sub>n</sub> substituted by benzimidazolyl, imidazolyl, thiazolyl, pyrazolyl, tetrazolyl and pyridyl each of which may be optionally further substituted by one or more R<sup>11</sup>.
7. (Original) A compound according to claim 6 wherein the benzimidazolyl, imidazolyl, thiazolyl, pyrazolyl, tetrazolyl or pyridyl ring is unsubstituted or substituted by one or two substituents selected from halogen, C<sub>(1-6)</sub> alkyl and C<sub>(1-6)</sub> alkoxyC<sub>(1-6)</sub> alkyl.
8. (Original) A compound according to claim 7 wherein the benzimidazolyl, imidazolyl, thiazolyl, pyrazolyl, tetrazolyl or pyridyl ring is substituted by one or two substituents selected from chloro, fluoro, bromo, C<sub>(1-4)</sub> alkyl and C<sub>(1-3)</sub> alkoxy C<sub>(1-3)</sub> alkyl.
9. (Currently Amended) A compound according to ~~any of claims 1 to 8~~ claim 1 wherein R<sup>5</sup> is phenyl or pyridyl.
10. (Currently Amended) A compound according to ~~any of claims 1 to 9~~ claim 1 wherein R<sup>6</sup> is phenyl substituted by mono to perfluoro- C<sub>(1-4)</sub> alkyl, halogen or C<sub>(1-6)</sub> alkyl.
11. (Currently Amended) A compound according to ~~any of claims 1 to 10~~ claim 1 wherein R<sup>5</sup> is phenyl and R<sup>6</sup> is phenyl optionally substituted by trifluoromethyl.
12. (Currently Amended) A compound according to ~~any of claims 1 to 11~~ claim 1 wherein Y is CH<sub>2</sub>S or (CH<sub>2</sub>)<sub>2</sub>.
13. (Cancelled)
14. (Currently Amended) A pharmaceutical composition comprising a compound of formula (I) as defined in ~~any of claims 1 to 13~~ claim 1 and a pharmaceutically acceptable carrier, optionally with one or more other therapeutic compounds.
15. (Cancelled)
16. (Cancelled)
17. (Currently Amended) A method of treating a disease associated with activity of the enzyme Lp-PLA<sub>2</sub> which method involves treating a patient in need thereof with a therapeutically effective amount of a compound of formula (I) as defined in ~~any of claims 1 to 13~~ claim 1.
18. (Original) A process for preparing a compound of formula (I) as defined in claim 1 which process comprises reacting an acid compound of formula (II):



(II)

in which X, Y, R<sup>1</sup>, R<sup>2</sup> and R<sup>3</sup> are as hereinbefore defined,  
with an amine compound of formula (III):



(III)

in which R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are as hereinbefore defined; under amide forming conditions